

# TAFT, STETTINIUS & HOLLISTER

1800 STAR BANK CENTER

CINCINNATI, OHIO 45202

513-381-2838

CABLE: TAFTHOL TWX: 810-461-2623

FAX: 513-381-0205

WASHINGTON, D.C. OFFICE  
SUITE 500 — 625 INDIANA AVENUE, N.W.  
WASHINGTON, D.C. 20004  
202-628-2838  
FAX: 202-347-3419

COLUMBUS, OHIO OFFICE  
SUITE 1000 — 33 NORTH HIGH STREET  
COLUMBUS, OHIO 43215  
614-221-2838  
FAX: 614-221-2007

COVINGTON, KENTUCKY OFFICE  
SUITE 340 — 1717 DIXIE HIGHWAY  
COVINGTON, KENTUCKY 41011  
606-331-2838  
513-381-2838  
FAX: 613-381-6613

1-325A132

November 7, 1991

**CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

Mr. Sydney L. Strickland  
Secretary  
Interstate Commerce Commission  
12th Street & Constitution Ave., N.W.  
Washington, D.C. 20423

Dear Mr. Strickland:

I have enclosed herewith an original and one copy of the document described below, to be recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

This document is a Bill of Sale, a primary document, dated August 5, 1991.

The names and addresses of the parties to the document are as follows:

BUYER: The David J. Joseph Company  
300 Pike Street  
Cincinnati, Ohio 45202

SELLER: Aluminum Company of America  
P.O. Box 9098  
Alcoa, Tennessee 37701

The equipment covered by the enclosed document is seventeen (17) covered coil railcars built in 1970 by Evans Industries and currently bearing the reporting marks set forth in Appendix A hereto.

A fee of \$15.00 is enclosed. Please return the original executed copy of the enclosed document to:

Philip F. Schultz, Esq.  
Taft, Stettinius & Hollister  
1800 Star Bank Center  
425 Walnut Street  
Cincinnati, OH 45202-3957

17595  
NOV 21 1991 4 42 PM  
INTERSTATE COMMERCE COMMISSION  
NOTES OPERATING UNIT  
NOV 21 4 03 PM '91

Mr. Sydney L. Strickland  
November 7, 1991  
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A short summary of the document to appear in the index follows:

Bill of Sale from Aluminum Company of America, P.O. Box 9098, Alcoa, Tennessee 37701 to The David J. Joseph Company, 300 Pike Street, Cincinnati, Ohio 45202 dated August 5, 1991 and seventeen (17) covered coil railcars built in 1970 by Evans Industries.

Please call me if you should have any questions.

Yours truly,

A handwritten signature in cursive script, appearing to read "Philip F. Schultz", written in dark ink.

Philip F. Schultz  
Attorney for  
The David J. Joseph Company

PFS/lsc  
Enclosure

iccalum.djj

**BILL OF SALE**

**APPENDIX A**

Seventeen (17) covered coil railcars built in 1970 by Evans Industries, having 100 ton truck capacity and each unit being equipped with a three section aluminum coil hood, longitudinal steel troughs capable of carrying coils up to 84" in diameter and bearing reporting marks as follows:

AOCX 2300  
AOCX 2301  
AOCX 2302  
AOCX 2303  
AOCX 2304  
AOCX 2305  
AOCX 2306  
AOCX 2307  
AOCX 2308  
AOCX 2309  
AOCX 2310  
AOCX 2311  
AOCX 2312  
AOCX 2313  
AOCX 2314  
AOCX 2315  
AOCX 2317

RECORDATION NO. 17595

NOV 21 1991 4:12 PM  
INTERSTATE COMMERCE COMMISSION

CERTIFICATE

The undersigned, Stephen M. Griffith, Jr., a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Stephen M. Griffith, Jr.  
Notary Public/  
STEPHEN M. GRIFFITH, JR., Attorney at Law  
NOTARY PUBLIC - STATE OF OHIO  
My Commission has no expiration  
date: Section 147.03 O.R.C.

EXHIBIT B

BILL OF SALE

RECORDATION NO. 17595 AD 143

NOV 21 1991 - 4 10 PM  
INTERSTATE COMMERCE COMMISSION

For and in consideration of the sum of Ten Dollars (\$10.00) and other good and valuable consideration, the receipt of which is hereby acknowledged, ALUMINUM COMPANY OF AMERICA ("Company") does hereby sell, assign, and transfer unto THE DAVID J. JOSEPH COMPANY ("Buyer"), and its successors and assigns, all of the Company's right, title, and interest in and to the units of railroad rolling stock described in APPENDIX A hereto (the "Equipment").

This bill of sale is given pursuant to that certain Purchase and Sale Agreement dated 1991 JULY 25 by and between Buyer and Company and neither expands upon nor limits the right and obligations of the parties under the Purchase and Sale Agreement.

The Company hereby warrants to Buyer, and Buyer's successors and assigns, as follows.

1. That the Company is the lawful owner of the Equipment and has good, valid, and merchantable title thereto, free and clear of any charge, lien, encumbrance, or other claim or interest of any nature whatsoever;
2. That the Company has full power and authority to sell and convey the Equipment; and
3. That the Company has not executed any other Bill of Sale or other instrument which by its term purports to transfer title to the Equipment, or any interest therein, to any other person or entity.

The Company further agrees to forever warrant and defend the title to the Equipment unto Buyer, its successors and assigns, against all lawful claims.

THE FOREGOING WARRANTIES ARE EXCLUSIVE AND IN LIEU OF ALL OTHER REPRESENTATIONS AND WARRANTIES OF THE COMPANY, WHETHER WRITTEN, ORAL, OR IMPLIED, AND THE COMPANY SHALL NOT, BY VIRTUE OF HAVING SOLD THE EQUIPMENT HERewith, BE DEEMED TO HAVE MADE ANY REPRESENTATION OR WARRANTY AS TO THE MERCHANTABILITY, FITNESS, OPERABILITY, DESIGN OR CONDITION OF, OR AS TO THE QUALITY OF THE MATERIAL OR WORKMANSHIP IN, THE EQUIPMENT, EXCEPT AS SPECIFICALLY SET FORTH HEREIN.

IN WITNESS WHEREOF, the undersigned has executed this Bill of Sale as of the 5th day of AUGUST, 1991.

WITNESS:

Wanda B. Chapman  
Mary Ann Stanley

ALUMINUM COMPANY OF AMERICA

BY: Don M. Gerbasi

TITLE: CONSTRUCTION PURCHASING AGENT

17595

REGISTRATION NO. \_\_\_\_\_ FILED 1425

BILL OF SALE

NOV 21 1991 -4 10 PM

APPENDIX A

INTERSTATE COMMERCE COMMISSION

Seventeen (17) covered coil railcars built in 1970 by Evans Industries, having 100 ton truck capacity and each unit being equipped with a three section aluminum coil hood, longitudinal steel troughs capable of carrying coils up to 84" in diameter and bearing reporting marks as follows:

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AOCX 2309  
AOCX 2310  
AOCX 2311  
AOCX 2312  
AOCX 2313  
AOCX 2314  
AOCX 2315  
AOCX 2317

STATE OF TENNESSEE )  
 )  
COUNTY OF BLOUNT )

SS:

On this 5th day of AUGUST, 1991, before me the subscriber, BETTY T. DELOZIER, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named DON M. GERBOTH to me personally known, who stated and acknowledged that he is the CONST. PURCHASING AGENT of ALUMINUM COMPANY OF AMERICA,  
(title) (company)

a PENNSYLVANIA corporation, and duly authorized by  
(state)

authority of the Board of Directors or by-laws of said corporation in his capacity as such officer to execute and acknowledge the foregoing instrument for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered the foregoing instrument as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 5th day of AUGUST, 1991.

Betty T. DeLozier  
(Notary Signature)

My commission expires:

5-2-93